

**BYLAWS  
OF THE  
WOOD BRIDGE MEADOW HOMEOWNERS ASSOCIATION**

**ARTICLE I  
NAME AND LOCATION**

Section 1. The name of the corporation is Wood Bridge Meadow Homeowners Association, a Pennsylvania non-profit corporation, hereinafter referred to as the "Association."

Section 2. The principal office of the corporation shall be located at 1 Mill Race, Spring House, PA 19477 (mailing address: P. O. Box 236), but meetings of members and directors may be held at such places within the Commonwealth of Pennsylvania, County of Montgomery, as may be designated by the Board of Directors.

**ARTICLE II  
DEFINITIONS**

Section 1. "Association" shall mean and refer to Wood Bridge Meadow Homeowners Association, its successors and assigns.

Section 2. "Trust Estate" shall mean and refer to the open space premises granted to the Trustee, substituted Trustee or Trustees, its or their successors or assigns, by a certain Deed of Trust dated April 8, 1974, and recorded in the office of the Recorder of Deeds of Montgomery County, Pennsylvania, in Deed Book 3934, Page 80.

Section 3. "Unit" shall mean any of the 53 numbered lots bounded and described in accordance with any subdivision plan of Wood Bridge Meadow, Lower Gwynedd Township, Montgomery County, Pennsylvania, recorded in the office of the Recorder of Deeds of Montgomery County, Pennsylvania.

Section 4. "Unit Owner" shall mean and refer to the record owner, whether one or more persons or entities, of the fee simple title to any unit which is a part of the above described Wood Bridge Meadow subdivision.

Section 5. "Trust" shall mean and refer to the Deed of Trust dated April 8, 1974, between Springhouse Development Company as "Grantor" and Springhouse Development Company as "Trustee" recorded in the office of the Recorder of Deeds of Montgomery County, Pennsylvania, in Deed Book 3934, page 80, as well as a certain amendment to the said Deed of Trust dated

April 21, 1975, between Springhouse Development Company as "Grantor" and Springhouse Developments, a limited partnership formed under the Pennsylvania Uniform Limited Partnership Act, recorded in the office of the Recorder of Deeds of Montgomery County, Pennsylvania, in Deed Book 4019, page 180.

Section 6. "Trustee" shall mean this association, as substituted Trustees under the trust described in Section 5 above as well as any Trustee or Trustees later substituted in accordance with the terms of the trust, its or their successors or assigns.

Section 7. "Member" shall mean and refer to a unit owner as defined in Section 4 hereof.

Section 8. "Beneficiary" shall mean the persons or entities having an ownership interest in a unit who are declared to be "beneficiaries" under the terms of the trust described in Section 5 above.

### ARTICLE III MEETINGS OF MEMBERS

Section 1. "Annual Meetings." An annual meeting of the members shall be held in the month of November of each year on a date and at a time and a place to be determined by the Board of Directors.

Section 2. "Special Meetings." Special meetings of the members may be called at any time by the President or by the Board of Directors, or upon written request of the members who are entitled to vote one-fourth of all the votes of the membership.

Section 3. "Notice of Meetings." Written notice of each meeting of the members shall be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, not less than thirty days or more than forty-five days before such meeting to each member entitled to vote at the meeting, addressed to the member's address last appearing on the books of the Association, or to the address supplied by such member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and in the case of a special meeting, the purpose of the meeting.

Section 4. "Voting." Each unit shall be entitled to one (1) vote regardless of the form of ownership of such unit so that in the event that a unit is owned jointly including, without limitation, as a tenancy by the entireties, the vote of such unit shall be determined by the joint owners thereof prior to being cast. In the event that two (2) or more joint owners of any unit are unable to determine the vote for such unit at the time the votes are being cast, the vote as to such unit shall be conclusively deemed to be waived. If a unit owner is a corporation or a partnership, the vote of such unit may be cast by a duly authorized officer, partner, or employee of such unit owner. As provided in Section 20 in the aforescribed Deed of Trust and the amendment

thereto, Springhouse Developments shall not be entitled to vote or cast any ballot in any matters subject to vote, election or approval under the terms of the trust or the amendment thereto.

Section 5. "Succession." The membership of each unit owner shall automatically transfer to the new unit owner succeeding to such ownership interest.

Section 6. "Quorum." No official business may be transacted nor may any binding vote be taken at any meeting of the members unless a quorum of members is present. A quorum of all meetings shall exist if there is present, in person or by proxy, members entitled to cast at least two-thirds of the total outstanding votes of the members. The acts of a majority of the members present at a meeting at which a quorum is present shall be the acts of the membership, except as otherwise provided in the trust. When a quorum is once present to organize a meeting it cannot be broken by the subsequent

withdrawal of a member or members. Adjournment or adjournments of any annual or special meeting may be taken, but any meeting at which directors are to be elected shall be adjourned only from day to day or for such longer periods not exceeding fifteen (15) days each, as may be directed by members who are present in person or by proxy, and who constitute a quorum. If a meeting cannot be organized because a quorum has not attended, those present may, except as otherwise provided by statute, adjourn the meeting to such time and place as they may but in the case of any meeting called for the election of directors, provided that the members are notified of the time and place of the second of such adjourned meetings, then those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum for the purpose of electing directors.

Section 7. "Proxies." Any member may attend all meetings of the members either in person or by proxy. Such proxy shall be in writing and shall be delivered to the secretary at least one (1) day prior to the meeting for which the proxy has been given. The proxy may be revoked at any time by written notice to the secretary. No proxy shall endure for more than one (1) meeting and any postponements thereof. Such proxy shall also become void when the secretary has received written notice, given by a responsible person who would have personal knowledge of the fact, of the death, or judicially declared incompetence of the grantor of the proxy, or of the recording of the transfer of the title to the unit from the grantor of such proxy.

Section 8. "Actions of Members without a Meeting." Any action required or permitted to be taken by a vote of the members may be taken without a meeting by the written consent, stating the action so taken, of all the members who would be entitled to vote at a meeting for such purpose. Such written consent shall be filed with the secretary of the corporation.

#### ARTICLE IV BOARD OF DIRECTORS

Section 1. "Number." The affairs of this Association shall be managed by a Board of eight directors each of whom shall be a member of the Association. Each has one vote. In case of a tie vote, the president may cast one additional vote. The board may be increased as may be determined by the members. It is the intention of the Association that each circle be represented on the Board of Directors.

Section 2. "Terms of Office, Vacancies and Prohibition of Consecutive Terms."

a. At the Annual Meeting of the Members, the Members shall elect as many Directors as shall be necessary to replace retiring Directors and to fill any vacancies not previously filled by appointment of the Board. The Directors elected to replace retiring Directors shall serve terms of three years, with those terms commencing at the next regular meeting of the Board of Directors (to be held as soon as convenient after the Annual Meeting of the Members). Any Directors elected to fill vacancies, shall serve the remainder of the term of the Director they were elected to

replace. Every Director may serve, however, until a successor shall have been elected or appointed and taken office pursuant to the procedures set forth in this section.

b. Vacancies on the Board shall be filled by appointment by the remaining members of the Board at its next meeting. A Director appointed to fill a vacancy shall serve the remainder of the term of the Director they were appointed to replace.

c. A Director may not be re-elected after serving one full term until an interval of one year shall have elapsed. A Director appointed or elected to serve the remainder of a term as a result of a vacancy may be re-elected for a three year term.

Section 3. "Removal." Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association. In the event of the death, resignation, or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of the predecessor.

Section 4. "Compensation." Directors, as such, shall not receive any compensation for their services, but nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

## ARTICLE V NOMINATION AND ELECTION OF DIRECTORS

Section 1. "Nomination." Nomination for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the Annual Meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the Board of Directors, and two or more members of the Association who are not members of the Board. The Nominating Committee shall be appointed by the Board of Directors prior to each Annual Meeting of the members, to serve from the close of such Annual Meeting until the close of the next Annual Meeting and such appointment shall be announced at each Annual Meeting. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

Section 2. "Election." Election to the Board of Directors shall be by secret written ballot. The persons receiving the largest number of votes shall be elected. Cumulative voting shall not be allowed.

## ARTICLE VI MEETINGS OF DIRECTORS

Section 1. "Regular Meetings." The Board shall hold an annual meeting following the Annual Meeting of the members as soon as convenient thereafter, and shall hold regular meetings at such times and places as shall from time to time be determined by the Board. A written notice of a regular or annual meeting shall be delivered to Board members at least seven days in advance of the meetings.

Section 2. "Special Meetings." Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two directors, after not less than three (3) days notice to each director.

Section 3. "Quorum." A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 4. "Action Taken Without a Meeting." The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the unanimous written consent of all the directors. Any action so approved shall have the same effect as those taken at a meeting of the directors.

## ARTICLE VII POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. "Powers." The Board of Directors shall have the power to

a. Exercise for the Association all powers, duties and authority vested in or delegated to the Trustee under the Deed of Trust as amended, and not reserved to the membership or the beneficiaries of the Trust by other provisions of these bylaws, the articles of incorporation, or the Trust as amended. Such powers, duties and authority shall include, without limitation, the service functions, management, powers and assessment collection duties provided in paragraphs 4, 5, 6, 7, and 8 of the Trust, copies of which are available from the Board of Directors.

b. Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors.

Section 2. "Duties." It shall be the duty of the Board of Directors to:

a. Enforce, in the manner provided in section 11 of the Trust, the limitation of use of units and Trust estate provided in Section 10 of the Trust. No committee or member shall have the authority to enter into a contract or authorize expenditure larger than \$200 without the approval of the Board of Directors with the exception of the President who shall have the authority to

spend up to \$1,000 per event in furtherance of Trust purposes if such expenditure before the next Board meeting is necessary because of an emergency or in order to obtain a savings for the Association which will not be available after the next Board meeting.

b. Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the Annual Meeting of the members.

c. Elect and remove the office of the Association as hereinafter provided.

d. Administer the affairs of the Association and the Trust Estate.

e. If deemed necessary or appropriate, engage the services of an agent (hereinafter sometimes call the "Managing Agent" ) to maintain, repair, replace, administer and operate the Trust estate or any part thereof for all the members, upon such terms and for such compensation and with such authority as the Board of Directors may approve.

f, Formulate policies for the administration, management and operation of the Trust estate.

g. Adopt rules and regulations, with written notice thereof to all members, governing the administration, management, operation and use of the Trust estate, and amend such rules and regulations from time to time provided that the rules and regulations so adopted shall not be inconsistent with the provisions of the Trust.

h. Provide for the designation, hiring and removal of employees and other personnel, including accountants and attorneys, and engage or contract for the services of others, and make purchase for the maintenance, repair, replacement, management and operation of the Trust estate and delegate such powers to the "Managing Agent" (and any such employees or other personnel who may be the employees of the "Managing Agent").

i. Appoint committees of the members to act in an advisory capacity to the Board. Unless the Board shall explicitly delegate to any such committee the Board's authority to carry out certain duties of the Board, such committee's sole function shall be to make recommendations to the Board regarding the duties and responsibilities of the Board.

j. Estimate the amount of the annual budget for the next year and submit said proposed budget to the members for approval at the Annual Meeting of the members and provide the manner of assessing and collecting from the members their respective shares of such estimated expenses, provided that the maximum monthly assessment may not be increased more than five percent ( 5% ) above the maximum monthly assessment for the previous year without the affirmative vote of two-thirds of the membership entitled to vote. Similarly, no capital expenditure may be made by the Board without the affirmative vote of two-thirds of the membership entitled to vote at a regular or special meeting.

k. Unless otherwise provided herein or in the Trust, comply with the instructions of a majority of the members as expressed in a resolution duly adopted at any Annual or special meeting of the members.

l. Require all officers and employees of the Board handling, or responsible for, funds in its possession or under its control, to furnish fidelity bonds in form, amounts, and with corporate surety satisfactory to the Board. The premiums of such bonds shall be paid by the Board as part of the common expense.

m.. Keep detailed books of account, in chronological order, of the receipts and expenditures affecting the Trust estate and the administration of the Association.

n. Prepare at the end of each fiscal year and furnish all members a report of the business and affairs of the Association, showing its transactions and reflecting fully and accurately its financial condition. Such reports shall be verified by the President and Treasurer or by the majority of the Board members and shall set for the following information:

1). The assets and liabilities of the corporation as of the end of the fiscal year immediately preceding the date of the report;

2) The principal changes in assets and liabilities during the year immediately preceding the report;

3) The revenues or receipts of the corporation, both restricted and unrestricted, to particular purposes, for the year immediately preceding the date of the report;

4) The expenses or disbursements of the corporation during the year immediately preceding the date of the report.

The annual report of the Board shall be filed with the minutes of the meetings and shall be certified by a disinterested public accountant as part of the annual audit of the Trustee required by section 17 of the Trust.

## ARTICLE VIII OFFICERS

Section 1. "Election." At each regular Annual Meeting of the of the Board of Directors, following the Annual Meeting of the Members, the newly elected Directors and those Directors whose term is continuing, shall elect the following officers of the Association for the following year by a majority vote. Outgoing Directors, whose terms will expire upon the commencement of the terms of the new Directors, may offer advice, but shall have no vote in this election.

a. A president, who shall be a Board member and who shall preside over the meetings of the Board and of the members, and who shall be the chief executive officer of the Association.



b. A secretary, who shall keep the minutes of all meetings of the Board and of the members, and who shall, in general, perform all the duties incident to the office of secretary.

c. A treasurer, who shall be responsible for financial records and books of account and the manner in which such records and books are kept and reported.

d. A vice-president, who shall be a member of the Board and who shall assume the duties and responsibilities of the president in his or her absence and who shall undertake such other duties and responsibilities as may be delegated to the vice-president by the Board.

e. Such additional officers as the Board shall see fit to elect.

Section 2. "Powers." The respective officers shall have the general powers usually vested in such officers, provided that the Board may delegate any specific powers to any other officer or impose such limitations or restrictions upon the powers of any officer as the Board may see fit.

Section 3. "Term of Office." Each Officer shall hold office for the term of one year (from his or her election at the Annual Meeting of the Board of Directors to the election of Officers at the next Annual Meeting of the Board of Directors) and until his or her successor shall have been appointed or elected and qualify.

Section 4. "Vacancies." Vacancies in any office shall be filled by the Board by a majority vote of the remaining members thereof at a special meeting of said Board. Any Board member so elected to fill a vacancy shall hold office for the unexpired term of the officer he or she succeeds. Any officer may be removed for cause at any time by a vote of two-thirds of the members of the Board of Directors at a special meeting thereof.

Section 5. "Compensation." The officers shall receive no compensation for their services as officers, unless expressly provided for in a resolution duly adopted by the members.

## ARTICLE IX AMENDMENTS

Section 1. "Vote Required." The affirmative vote of sixty-six and two-thirds percent (66 $\frac{2}{3}$ %) of the total outstanding votes of the members shall be required to amend the bylaws.

Section 2. "Conflict." In the event of any conflict between the articles of incorporation and these bylaws, the articles shall control; and in the event of any conflict between the Trust and these bylaws, the Trust shall control.

ARTICLE X  
INDEMNIFICATION

Except to the extent that such liability, damage or injury is covered by any type of insurance, the Association shall indemnify and hold harmless each of its Board members and officers, each member of any committee, pursuant to the bylaws of the Association, against all contractual and other liabilities to others arising out of contracts made by or other acts of such Board members, officers or committee members on behalf of the members, or arising out of their status as Board members, officers or committee members, unless any such contract or act shall have been made fraudulently or with gross negligence or criminal intent. It is intended that the foregoing indemnification shall include indemnification against all costs and expenses (including but not limited to, counsel fees, amounts of judgments paid, and amounts paid in settlement) actually and reasonably incurred in connection with the defense of any claim, action, suit or proceeding, whether civil, administrative, or other, in which any such Board member, officer, or committee member may be involved by virtue of such persons being or having been such Board member, officer or committee member; provided, however, that such indemnity shall not be operative with respect to (a) any matter as to which such person shall have been finally adjudged in such action, suit or proceeding, to be liable for gross negligence or fraud in the performance of his or her duties as a Board member, officer, or committee member, or (b) any matter settled or compromised, unless, in the opinion of independent counsel selected by or in the manner determined by the Board, there is not reasonable ground for such persons being adjudged liable for gross negligence or fraud in the performance of his or her duties as such Board member, officer, or committee member.

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**History of Bylaws & Amendments**

11/5/79 Bylaws adopted by the Wood Bridge Meadow residents

11/15/79 Bylaws filed with the Commonwealth of Pennsylvania, Department of State

11/14/82 Amendment 1 adopted (revised Article III, Section 1)

11/14/82 Amendment 2 adopted (revised Article IV, Section 2)

11/9/86 Amendment 3 adopted (revised Article IV, Section 2)

11/6/88 Amendment 4 adopted (revised Article IV, Section 1 & 2)

11/6/94 Amendment 5 adopted (revised Article VI, Section 1, 1st par.)

11/5/95 Amendments 6-16 adopted (revised Articles I-2, III-5, IV-1, IV-2, VI-1, VII-1a, VII-2.1a, VIII-1d, VIII-3, VIII-4, and X)

12/6/04 PA Corporation Bureau changed name of Association to "Wood Bridge Meadow Homeowners Association" and address to #1 Mill Race.

11/6/05 Amendments 17-20 adopted (revised Articles IV-2, VIII-1-1, VIII-3-3, VII-2

----- Revised: Nov. 6, 2005